

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division

In re:

LeClairRyan PLLC,

Debtor.

Case No.

19-34574-KRH

Chapter 7

RODNEY K. ADAMS, JOHN T. JESSEE, PAUL C. KUHNEL,
AND ANDREW K. CLARK'S JOINDER TO GARY D. LECLAIR'S
MOTION TO AMEND DEBTOR'S EQUITY SECURITY HOLDERS
LIST PURSUANT TO BANKRUPTCY RULE 1009(A)

Rodney K. Adams, John T. Jessee, Paul C. Kuhnelt, and Andrew K. Clark (collectively, the "**Joiners**"), by counsel, hereby bring this Joinder (the "**Joinder**") to Gary D. LeClair's *Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a)* (the "**GDL Motion**") (Docket No. 1217) and request the same relief.

Procedural History

1. On September 3, 2019 (the "**Petition Date**"), LeClairRyan, PLLC ("**Debtor**") filed a petition for relief under Chapter 11 of the Bankruptcy Code.
2. On September 17, 2019, the Debtor filed the ESH List (Docket No. 79) (the "**ESH List**"), pursuant to Bankr. Rule 1007(a)(3), which included the names and other information of the Joiners as equity security holders.
3. The Debtor's case was converted to a Chapter 7 pursuant to an order of this Court dated October 4, 2019.

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4. Following the conversion, the Trustee was appointed as trustee.
5. On February 14, 2022, Gary D. LeClair filed the GDL Motion.

Factual Background

6. Like Mr. LeClair, as of the Petition date, the Joiners were not equity security holders of the Debtor. The Joiners had, by the Petition Date, resigned from the Debtor and, by operation of the *Fourth Amended and Restated Shareholders Agreement of LeClairRyan, a Professional Corporation and Operating Agreement of LeClairRyan PLLC* dated as of February 27, 2018¹ (the “**Operating Agreement**”), became “Transferring Members” who no longer had any equity interest in the Debtor.

7. Attached as **Exhibit A** is the Declaration of Rodney K. Adams in support of the conclusion that Mr. Adams should not be included on the ESH List.

8. Mr. Adams retired from the Debtor effective August 31, 2019; therefore, he was no longer a member as of that date. By operation of the Operating Agreement, Mr. Adams was forced to sell and the Debtor was forced to purchase and take title to Mr. Adams’ shares on August 31, 2019. Mr. Adams hereby requests the Court to order the Debtor to amend the ESH List to reflect that Mr. Adams was not an equity security holder as of the Petition Date and is not a current equity security holder.

9. Attached as **Exhibit B** is the Declaration of John T. Jessee in support of the conclusion that Mr. Jessee should not be included on the ESH List.

10. Mr. Jessee terminated his employment with the Debtor on August 18, 2019; therefore, he was no longer a member as of that date. By operation of the Operating Agreement, Mr. Jessee was forced to sell and the Debtor was forced to purchase and take title to Mr. Jessee’s

¹ Described in detail in paragraphs 17-25 of the GDL Motion.

shares on August 18, 2019. Mr. Jessee hereby requests the Court to order the Debtor to amend the ESH List to reflect that Mr. Jessee was not an equity security holder as of the Petition Date and is not a current equity security holder.

11. Attached as **Exhibit C** is the Declaration of Paul C. Kuhnel in support of the conclusion that Mr. Kuhnel should not be included on the ESH List.

12. Mr. Kuhnel terminated his employment with the Debtor on August 18, 2019; therefore, he was no longer a member as of that date. By operation of the Operating Agreement, Mr. Kuhnel was forced to sell and the Debtor was forced to purchase and take title to Mr. Kuhnel's shares on August 18, 2019. Mr. Kuhnel requests the Court to order the Debtor to amend the ESH List to reflect that Mr. Kuhnel was not an equity security holder as of the Petition Date and is not a current equity security holder.

13. Attached as **Exhibit D** is the Declaration of Andrew K. Clark in support of the conclusion that Mr. Clark should not be included on the ESH List.

14. Mr. Clark terminated his employment with the Debtor on August 16, 2019; therefore, he was no longer a member as of that date. By operation of the Operating Agreement, Mr. Clark was forced to sell and the Debtor was forced to purchase and take title to Mr. Clark's shares on August 16, 2019. Mr. Clark hereby requests the Court to order the Debtor to amend the ESH List to reflect that Mr. Clark was not an equity security holder as of the Petition Date and is not a current equity security holder.

Legal Authority

15. The Joiners incorporate and join in the arguments and legal citations set forth in ¶¶ 33-45 of the GDL Motion.

16. The GDL Motion limits the relief requested to the removal of Mr. LeClair from the ESH List to reflect that he was not an equity security holder on September 3, 2019. *See* GDL Motion, at p. 11.

17. For the reasons articulated in the GDL Motion and herein, and pursuant to Bankruptcy Rule 1009(a), the Debtor should be ordered to amend the ESH List to remove the Joiners from the ESH List.

Reservation of Rights

18. The Joiners reserve their rights to supplement this Joinder and to make such other requests for relief as they deem necessary or appropriate.

WHEREFORE, the Joiners join the GDL Motion and respectfully requests that this Court enter an Order compelling the Debtor to likewise remove the Joiners from the ESH List.

Dated: March 7, 2022

Respectfully submitted,

RODNEY K. ADAMS, JOHN T. JESSEE,
PAUL C. KUHNEL, AND ANDREW K. CLARK

By: /s/ Michael E. Hastings
Of Counsel

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CERTIFICATE OF SERVICE

I hereby certify that on March 7, 2022, a true and correct copy of the foregoing document was filed with the Court through the CM/ECF system which will send notification of such filing to all counsel of record.

/s/ Michael E. Hastings

EXHIBIT A

DECLARATION OF RODNEY K. ADAMS IN SUPPORT OF JOINDER TO GARY D. LECLAIR'S MOTION TO AMEND DEBTOR'S EQUITY SECURITY HOLDERS LIST PURSUANT TO BANKRUPTCY RULE 1009(A)

RODNEY K. ADAMS states the following as his Declaration:

1. I am over the age of eighteen (18) and am competent to testify to the matters contained in this Declaration which are stated by my own personal knowledge.
2. I am a former member of LeClairRyan PLLC, the debtor in bankruptcy case 19-34574-KRH pending in the Eastern District of Virginia Richmond Division.
3. On June 26, 2018, I retired from LeClairRyan PLLC. My retirement from employment with LeClairRyan PLLC was effective August 31, 2019. Due to my retirement, all shares I owned in LeClairRyan PLLC were deemed sold and transferred to LeClairRyan PLLC as of the effective retirement date of August 31, 2019.
4. As a result, effective August 31, 2019, I am no longer a shareholder or member of LeClairRyan PLLC. I have acquired no new shares and have no other equity interest in LeClairRyan PLLC.
5. I hereby certify under penalties of perjury that the foregoing statements made by me are true and correct.

This completes my Declaration.

Executed on March 7, 2022

RODNEY K. ADAMS

/s/ Rodney K. Adams

EXHIBIT B

DECLARATION OF JOHN T. JESSEE IN SUPPORT OF JOINDER TO GARY D. LECLAIR'S MOTION TO AMEND DEBTOR'S EQUITY SECURITY HOLDERS LIST PURSUANT TO BANKRUPTCY RULE 1009(A)

JOHN T. JESSEE states the following as his Declaration:

1. I am over the age of eighteen (18) and am competent to testify to the matters contained in this Declaration which are stated by my own personal knowledge.

2. I am a former member of LeClairRyan PLLC, the debtor in bankruptcy case 19-34574-KRH pending in the Eastern District of Virginia Richmond Division.

3. Effective August 18, 2019, I resigned my position with LeClairRyan PLLC and my employment with LeClairRyan PLLC was terminated.

4. As a result of terminating my employment with LeClairRyan PLLC, by operation of the Fourth Amended and Restated Shareholders Agreement of LeClairRyan, a Professional Corporation and Operating Agreement of LeClairRyan PLLC dated as of February 27, 2018, LeClairRyan PLLC bought and took legal title to all shares I owned in LeClairRyan PLLC effective August 18, 2019.

5. As a result, effective August 18, 2019, I am no longer a shareholder or member of LeClairRyan PLLC. I have acquired no new shares and have no other equity interest in LeClairRyan PLLC.

6. I hereby certify under penalties of perjury that the foregoing statements made by me are true and correct.

This completes my Declaration.

Executed on March 7, 2022

JOHN T. JESSEE

/s/ John T. Jessee

EXHIBIT C

DECLARATION OF PAUL C. KUHNEL IN SUPPORT OF JOINDER TO GARY D. LECLAIR'S MOTION TO AMEND DEBTOR'S EQUITY SECURITY HOLDERS LIST PURSUANT TO BANKRUPTCY RULE 1009(A)

PAUL C. KUHNEL states the following as his Declaration:

1. I am over the age of eighteen (18) and am competent to testify to the matters contained in this Declaration which are stated by my own personal knowledge.

2. I am a former member of LeClairRyan PLLC, the debtor in bankruptcy case 19-34574-KRH pending in the Eastern District of Virginia Richmond Division.

3. Effective August 18, 2019, I resigned my position with LeClairRyan PLLC and my employment with LeClairRyan PLLC was terminated.

4. As a result of terminating my employment with LeClairRyan PLLC, by operation of the Fourth Amended and Restated Shareholders Agreement of LeClairRyan, a Professional Corporation and Operating Agreement of LeClairRyan PLLC dated as of February 27, 2018, LeClairRyan PLLC bought and took legal title to all shares I owned in LeClairRyan PLLC effective August 18, 2019.

5. As a result, effective August 18, 2019, I am no longer a shareholder or member of LeClairRyan PLLC. I have acquired no new shares and have no other equity interest in LeClairRyan PLLC.

6. I hereby certify under penalties of perjury that the foregoing statements made by me are true and correct.

This completes my Declaration.

Executed on March 7, 2022

PAUL C. KUHNEL

/s/ Paul C. Kuhnel

EXHIBIT D

DECLARATION OF ANDREW K. CLARK IN SUPPORT OF JOINDER TO GARY D. LECLAIR'S MOTION TO AMEND DEBTOR'S EQUITY SECURITY HOLDERS LIST PURSUANT TO BANKRUPTCY RULE 1009(A)

ANDREW K. CLARK states the following as his Declaration:

1. I am over the age of eighteen (18) and am competent to testify to the matters contained in this Declaration which are stated by my own personal knowledge.

2. I am a former member of LeClairRyan PLLC, the debtor in bankruptcy case 19-34574-KRH pending in the Eastern District of Virginia Richmond Division.

3. On August 12, 2019, I communicated my resignation from LeClairRyan PLLC. Termination of my employment with LeClairRyan PLLC was effective August 16, 2019.

4. As a result of terminating my employment with LeClairRyan PLLC, by operation of the Fourth Amended and Restated Shareholders Agreement of LeClairRyan, a Professional Corporation and Operating Agreement of LeClairRyan PLLC dated as of February 27, 2018, LeClairRyan PLLC bought and took legal title to all shares I owned in LeClairRyan PLLC effective August 16, 2019.

5. As a result, effective August 16, 2019, I am no longer a shareholder or member of LeClairRyan PLLC. I have acquired no new shares and have no other equity interest in LeClairRyan PLLC.

6. I hereby certify under penalties of perjury that the foregoing statements made by me are true and correct.

This completes my Declaration.

Executed on March 7, 2022

ANDREW K. CLARK

/s/ Andrew K. Clark